

**MARKUS WILLIAMS YOUNG & ZIMMERMANN LLC**  
1700 LINCOLN STREET, SUITE 4550  
DENVER, CO 80203  
(303) 830-0800  
www.MarkusWilliams.com  
TAX ID 84-1292298

February 12, 2018

Invoice No.: 99168

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.002 Restructure/Reorganization

**PROFESSIONAL SERVICES:**

			Hours	
01/10/2018	BTH	Update client on pending matters; Phone conference with T. Woznick re pending matters to address.	0.30	88.50
01/18/2018	BTH	Address matters related to audit inquiry; Draft and finalize letter related to the same.	0.50	147.50
		<b>TOTAL SERVICES</b>	<u>0.80</u>	<u>236.00</u>

**EXPENSES:**

Out-of-town travel	110.31	
<b>TOTAL EXPENSES</b> Thru 01/31/2018	<u>110.31</u>	
<b>TOTAL THIS INVOICE</b>	346.31	
Previous Balance	\$18,817.32	
01/22/2018	Payment received	-8,400.41
<b>TOTAL OUTSTANDING INVOICES</b>	<u>\$10,763.22</u>	

Your trust account balance is

Opening Balance	\$86,141.07
Closing Balance	\$86,141.07

*PAYABLE UPON RECEIPT*

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Invoice No.: 99170

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.007 Required Reports

**PROFESSIONAL SERVICES:**

			Hours	
01/09/2018	BTH	Review reports for continued use of cash collateral, reconcile with prior months, and forward the same to Bank's counsel.	0.30	88.50
01/12/2018	BTH	Review stipulation with Bank for continued use of cash collateral; Review budget for continued use of cash collateral and forward the same to T. Woznick.	0.40	118.00
01/31/2018	BTH	Review and file monthly operating report for December 2017 (.6).	0.60	177.00
		<b>TOTAL SERVICES</b>	<u>1.30</u>	<u>383.50</u>
		<b>TOTAL THIS INVOICE</b>		383.50
		Previous Balance		\$2,419.00
01/22/2018		Payment received		-472.00
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$2,330.50</u>

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February 12, 2018

Invoice No.: 99171

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.008 Claims

**PROFESSIONAL SERVICES:**

			Hours	
01/02/2018	BTH	Review Nofzinger claim submitted to Medical Review Panel and address the same with client.	0.40	118.00
01/03/2018	BTH	Prepare for and attend conference call with client to address Nofzinger claim.	0.70	206.50
01/04/2018	BTH	Address creditor inquiries re UMIA settlement motion.	0.30	88.50
01/05/2018	BTH	Address creditor inquiries with Amended Plan and related filings.	0.30	88.50
01/08/2018	BTH	Address creditor inquiries related to Owens & Minor and in response to mailings to creditors.	0.40	118.00
01/11/2018	BTH	Review and revise stipulation to address Nofzinger claim; Review files re the same.	1.20	354.00
01/12/2018	BTH	Review and revise stipulation to address Nofzinger claim and forward the same to parties in interest.	0.90	265.50
	JFY	Review and analyze stipulation with Nofzinger re resolution of claim related issues and violation of automatic stay issues.	0.80	316.00
01/15/2018	BTH	Continue to address matters related to Nofzinger claim.	0.40	118.00
	JFY	Review and analyze claims issues as they relate to Nofzinger.	0.50	197.50
	<b>TOTAL SERVICES</b>		<u>5.90</u>	<u>1,870.50</u>
	<b>TOTAL THIS INVOICE</b>			1,870.50
	Previous Balance			\$4,535.00
01/22/2018	Payment received			-720.00

**TOTAL OUTSTANDING INVOICES**

**\$5,685.50**

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February 12, 2018

Invoice No.: 99174

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.014 Plan and Disclosure Statement

**PROFESSIONAL SERVICES:**

			Hours	
01/02/2018	BTH	Continue to address matters related to confirmation memorandum.	0.40	118.00
01/03/2018	BTH	Review Disclosure Statement and Amended Plan; Review and revise affidavit of H2C in support of Amended Plan; Review and respond to amended lease provisions with District.	1.70	501.50
	JMS	Conference with client re Nofzinger claim (0.6); Follow up re documentation needed for confirmation hearing (0.3); Continue draft re memorandum in support of confirmation of plan (0.3).	1.20	372.00
	JFY	Review and analyze issues involving claims filed by personal injury creditor in re to government claims act; Correspondence re same.	1.20	474.00
01/04/2018	BTH	Phone conference with S. Goldstein to address revisions to Plan; Address procedure for confirmation process.	0.60	177.00
	JMS	Continue drafting memorandum in support of confirmation of plan of reorganization.	5.50	1,705.00
01/05/2018	JMS	Telephone conferences with B. Hunsicker and S. Goldstein re confirmation of plan of reorganization; Discussions re third-party releases.	2.20	682.00
01/08/2018	JMS	Continue drafting memorandum of law in support of confirmation of plan.	4.20	1,302.00
	BTH	Detailed review of ballots submitted in connection with Amended Plan; Begin preparing ballot report; Correspondence with UCC re ballot report and related issues; Review Procedures Order related to ballot tabulation.	2.60	767.00
01/09/2018	BTH	Continue review and draft ballot report; Research re prior service of documents on all potential creditors; Address issues related to memorandum in support of confirmation; Review affidavits in support of confirmation.	1.50	442.50
	JMS	Continue drafting memorandum in support of confirmation of plan.	5.80	1,798.00

			Hours	
01/10/2018	JMS	Final revisions to memorandum in support of plan of reorganization; Finish draft re ballot report.	2.80	868.00
	BTH	Begin review and revisions to memorandum in support of confirmation; Review Amended Plan to determine additional modifications; Begin preparing for confirmation hearing; Review docket entries.	1.80	531.00
01/11/2018	JMS	Review revisions to memorandum in support of plan.	0.50	155.00
	BTH	Review and revise memorandum in support of Amended Plan; Review Amended Plan and class treatment; Review affidavits in support of confirmation; Review and revise ballot report; Review ballots and finalize ballot summary (4.2).	4.20	1,239.00
01/12/2018	BTH	Finalize and file memorandum in support of confirmation and ballot report (1.6).	1.60	472.00
	JFY	Review and revise memorandum of law in support of plan confirmation.	1.90	750.50
	JFY	Review and revise ballot report.	0.70	276.50
	JFY	Review cram down standards and applicability of cram down standards in this case.	0.60	237.00
	JMS	Review revisions to memorandum in support of confirmation and prepare for filing.	1.20	372.00
	JMS	Begin drafting modifications to plan of confirmation.	2.10	651.00
01/13/2018	BTH	Begin drafting confirmation order; Review docket for relevant filing dates.	2.50	737.50
01/15/2018	BTH	Review stipulation with insurers, UMIA Settlement Order and UCC limited objection; Continue to draft confirmation order; Review docket to outline critical pleadings in case; Review confirmation language from Bank.	5.30	1,563.50
	JFY	Review and analyze confirmation issues.	0.50	197.50
	JFY	Prepare draft order on confirmation.	0.70	276.50
01/16/2018	JMS	Review and revise proposed order confirming plan of reorganization.	2.20	682.00
	JMS	Continue preparing modifications to plan and plan documents.	1.30	403.00
	BTH	Continue reviewing documents of record and revising and re-drafting proposed confirmation order (3.2); Additional review and revisions to confirmation order and address the same internally (1.2); Correspondence with parties in case re draft confirmation order (.3); Review and revise Plan and Plan documents to conform to stipulation with insurers and UMIA Settlement Order and address UCC limited objection (.9); Review comments to proposed confirmation order (.7).	6.30	1,858.50

## 11278.014 Plan and Disclosure Statement

			Hours
	JFY	Work on finalizing issues in preparation for confirmation hearing in regard to the chapter 11 plan; Including drafting and revising proposed order confirming plan.	2.30
01/17/2018	BTH	Continue review and revisions to Plan and Plan documents; Correspondence with parties re revisions to Plan and Plan documents; Continue to address matters related to draft confirmation order; Begin preparations for confirmation hearing; Circulate revised documents to parties in case (4.2).	4.20
	JFY	Continue to work on confirmation issues in advance of confirmation hearing; Review and revise proposed order confirming plan.	2.10
01/18/2018	BTH	Address inquiries from parties re potential effective date of Amended Plan; Correspondence with parties in case re potential issues post-confirmation; Continue preparations for confirmation hearing (2.1).	2.10
	JFY	Correspondence with various parties re plan confirmation issues.	0.50
	JFY	Continue preparing for plan confirmation hearing.	0.90
01/19/2018	JMS	Correspondence re finalizing order confirming plan and final modifications to plan and plan documents.	0.70
	BTH	Correspondence with parties in case re proposed revisions to Plan, Plan documents and confirmation order; Revise Plan, Plan documents and confirmation order to address concerns of parties in case; Phone conferences with T. Swanson, S. Goldstein and T. Odom to address revised documents; Finalize and file revised documents.	3.70
	JFY	Review and analyze plan modification issues.	0.70
	JFY	Review and analyze open confirmation issues.	0.50
	JFY	Prepare for confirmation hearing.	0.90
	JFY	Review and revise proposed confirmation order.	0.80
01/22/2018	JMS	Prepare red-line submission of modification to amended plan; Conference with B. Hunsicker re same.	2.70
	BTH	Review recent docket entries in case related to confirmation of Plan; Review Plan and Plan documents in preparation of confirmation hearing; Prepare argument and offer of proof for confirmation hearing; Address inquiries from parties in case re confirmation hearing; Review, revise and finalize submission of redline documents.	5.50
	JFY	Review and analyze certain case law and tenth circuit authority in preparation for confirmation hearing.	1.50
	JFY	Prepare outline to support entry of confirmation order in re to specific issues particularly relevant to the plan proposed by Powell Valley.	1.50
	JFY	Review modification issues to plan.	1.40

11278.014 Plan and Disclosure Statement

			Hours	
	JFY	Review correspondence and other materials for committee counsel.	0.50	197.50
	JFY	Prepare outline in support of confirmation.	1.30	513.50
	JFY	Discussions with others re coordinating hearing and participation at the plan confirmation hearing.	0.80	316.00
01/23/2018	BTH	Prepare for and attend hearing on confirmation of Amended Plan; Follow-up correspondence with parties in case re confirmation hearing; Advise client on outcome of confirmation hearing.	4.30	1,268.50
	JFY	Make final preparations for plan confirmation hearing.	1.50	592.50
	JFY	Meet with committee counsel and others to discuss confirmation hearing.	0.50	197.50
	JFY	Attend confirmation hearing and follow-up matters.	3.00	1,185.00
	JFY	Drive from Cheyenne to Denver. (billed at 1/2 time)	2.00	790.00
01/24/2018	BTH	Review order confirming Amended Plan and address the same with parties in case.	0.70	206.50
	JMS	Review and correspondence re order confirming plan of reorganization; Begin analyzing next steps in case.	1.00	310.00
01/29/2018	JMS	Draft notices of withdrawal of pending motions before the court.	1.30	403.00
	JMS	Draft notice of dismissal of adversary proceeding.	0.50	155.00
	BTH	Review Confirmation Order and address matters related to effectiveness of Plan; Review Plan in conjunction with Confirmation Order to address Notice of Confirmation of Plan; Discuss matters related to Effective Date with parties in case (3.7).	3.70	1,091.50
	JFY	Review and analyze notice of confirmation issues.	0.90	355.50
	JFY	Review and analyze post confirmation issues.	0.50	197.50
01/31/2018	JFY	Preparation of proposed press release re confirmation of chapter 11 plan.	1.00	395.00
	<b>TOTAL SERVICES</b>		<u>118.60</u>	<u>38,585.00</u>
	<b>TOTAL THIS INVOICE</b>			38,585.00
	Previous Balance			\$55,145.30
01/22/2018	Payment received			-31,885.20
	<b>TOTAL OUTSTANDING INVOICES</b>			<u>\$61,845.10</u>

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February 12, 2018

Invoice No.: 99175

Terry Odom, CEO  
Powell Valley Healthcare, Inc.  
777 Avenue H  
Powell, WY 82435

**RE: Powell Valley Healthcare, Inc.**  
11278.015 Employment and Fee Applications

**PROFESSIONAL SERVICES:**

			Hours	
01/05/2018	BTH	Review UCC interim fee applications for October and November 2017 and address the same with client.	0.50	147.50
01/18/2018	BTH	Review, revise and finalize interim fee application for December 2017; Address payment of pending UCC fee applications.	0.60	177.00
		<b>TOTAL SERVICES</b>	<u>1.10</u>	<u>324.50</u>
		<b>TOTAL THIS INVOICE</b>		324.50
		Previous Balance		\$13,419.00
01/22/2018		Payment received		-1,209.50
		<b>TOTAL OUTSTANDING INVOICES</b>		<u>\$12,534.00</u>

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